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UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

EARL DAVIS,

Plaintiff,

v.

JOSEPH P. CARROLL, and
 JOSEPH P. CARROLL LIMITED

Defendants.

JOSEPH P. CARROLL
 and JOSEPH P. CARROLL LIMITED,

Counterclaim Plaintiffs,

-against-

EARL DAVIS,

Counterclaim Defendant.

USDC SDNY
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DATE FILED: 11-13-09

No. 09 CV 01088 (PAC)
 ECF Case

**ORDER TO SHOW CAUSE FOR
 TEMPORARY RESTRAINING
 ORDER AND PRELIMINARY
 INJUNCTION**

Upon the accompanying Memorandum of Law of Plaintiff Earl Davis, the Declaration of David B. Goldstein, sworn to on November 13, 2009, and Exhibits thereto, and the First Amended Complaint, filed April 20, 2009, and annexed hereto, copies of which have been

provided to counsel for Defendants by electronic mail on this date, and notice of this matter having been given to counsel for Defendants, and upon sufficient cause having been shown, it is hereby:

ORDERED, that the above-named Defendants Joseph P. Carroll and Joseph P. Carroll Limited, show cause before the Honorable Paul A. Crotty, U.S.D.J., at Courtroom 20-C, United States Courthouse, 500 Pearl Street, in the City, County and State of New York, on Tuesday, Jan 12, 2010, ^{in Courtroom 20-C} at 3 o'clock in the after noon thereof, or as soon thereafter as counsel can be heard, why those Defendants, their agents, servants, employees and attorneys and those in active concert or participation with those Defendants (together, "Defendants"), should not, pursuant to Rule 65 of the Federal Rules of Civil Procedure, be enjoined during the pendency of this action from offering for sale, transferring, selling, pledging, assigning, removing from the State of New York, or otherwise disposing of any of the artworks created by Stuart Davis that are in the possession, custody or control of Defendants, and which are claimed to be the property of Earl Davis in the above-captioned matter, including, without limitation: *Black and White Variation on Pochade I* (Elite # 6); *Tobacco Fields, Tioga, Pa.*; *Abstraction*; *Pad Series No. 1*; and *Pad Series No. 3* (hereinafter collectively, the "Davis Works"); and it is further

ORDERED that, sufficient reason having been shown therefore, pursuant to Fed. R. Civ. P. 65(b), and pending hearing on plaintiff's application for a preliminary injunction, Defendants are hereby temporarily restrained and enjoined from offering for sale, transferring, selling, pledging, assigning, removing from the State of New York, or otherwise disposing of any of the Davis Works; and it is further

security in the amount of \$5,000 be posted by Plaintiff by Monday November 30, 2009 and in Court.

ORDERED that no security need be posted by Plaintiff; and it is further
ORDERED that service of a copy of this Order shall be made upon Defendants' counsel:

Jeffrey A. Udell
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, NY 10022
judell@olshanlaw.com

by electronic mail, and by hand on November 13, 2009, which shall be deemed sufficient service; and it is further

ORDERED, that opposing papers, if any, shall be served upon Plaintiff's counsel:

David B. Goldstein
RABINOWITZ, BOUDIN, STANDARD, KRINSKY & LIEBERMAN, P.C.
111 Broadway, Suite 1102
New York, New York 10006
dgoldstein@rbskl.com

- ✓ by electronic mail, and by hand on or before 12 / 8, 2009, and that Reply papers, if any, shall be served by hand and electronic mail on or before 12 / 22, 2009; and it is further

ORDERED, that any modifications of the terms of this ORDER, including extensions of time, shall be made on stipulation of Plaintiff and Defendants, which shall not be effective until so ordered by this Court, or by such application as is provided by Fed. R. Civ P. 65, and other applicable rules.

Dated: New York, New York
November 13, 2009

SO ORDERED:

Hon. Paul A. Crotty
United States District Court Judge